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Official Public Records

Tarrant County Texas

1/25/2011 12:39 PM

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Mary Louise Garrison

PGS 8 \$44.00



CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

ELECTRONICALLY RECORDED
BY ERXCHANGE

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

PARTIAL ASSIGNMENT OF OIL AND GAS LEASE

STATE OF TEXAS
COUNTY OF TARRANT

KNOW ALL MEN BY THESE PRESENTS:

THAT, **XTO ENERGY INC., a Delaware corporation**, whose mailing address is 810 Houston Street, Fort Worth, Texas 76102, (herein referred to as "Assignor"), for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, assign, convey and deliver, unto **Chesapeake Exploration, L.L.C., an Oklahoma limited liability company**, whose mailing address is P.O. Box 18496, Oklahoma City, Oklahoma 73154-0496, and **TOTAL E&P USA, Inc., a Delaware corporation**, whose mailing address is 1201 Louisiana, Suite 1800, Houston, Texas 77002 (herein referred to as "Assignees"), the interests described below in and to the following:

- (a) All of Assignor's right, title, and interest in the oil, gas and mineral lease listed and identified on Exhibit "A" attached hereto (the "Lease"), insofar and only insofar as the Lease covers the lands described in attached Exhibit "A", together with corresponding interests in (i) all rights, benefits, and powers conferred upon the holder of the Lease with respect to the use and occupation of the surface of the lands covered thereby; and (ii) any rights, options, titles, and interests of Assignor, including rights to obtain or otherwise earn any interest in the Lease or lands covered thereby.
- (b) All of Assignor's undivided interests in the oil, gas and mineral leases listed and identified on Exhibit "B" attached hereto (the "Leases"), together with corresponding interests in (i) all rights, benefits, and powers conferred upon the holder of the Leases with respect to the use and occupation of the surface of the lands covered thereby; and (ii) any rights, options, titles, and interests of Assignor, including rights to obtain or otherwise earn any interest in the Leases or lands covered thereby.
- (c) All of the files, records, documents, correspondence and data now in the possession or control of Assignor that specifically relates to the items described in subparagraphs (a) and (b) above (the "Records").

the properties and rights described in (a) through (c) above being collectively referred to herein as the "Properties"; it being the intent hereof to convey to Assignees all of the above described interests in and to the Properties and the lands included within the Properties, whether or not Exhibit "A" or Exhibit "B" incorrectly limits or incompletely describes the Lease, Leases, or Assignor's interest therein. The assigned interests are now owned by Assignees in the following percentages:

Chesapeake Exploration, L.L.C. Undivided 75.00%

TOTAL E&P USA, Inc. Undivided 25.00%

This Assignment is made and accepted upon the following terms and conditions:

1. Assignor will execute and deliver all such other and additional instruments, notices, releases, and other documents and will do all such other acts as may be necessary to more fully assign to Assignees or its successors or assigns all of the respective rights and interests herein and hereby granted or intended to be granted.

2. As part of the consideration for the execution and delivery of this instrument by Assignor, Assignees agrees to all of the terms and provisions hereof and joins in the execution of this instrument to evidence this agreement.

3. Upon receipt, Assignees, Assignees' successors and assigns agree to provide well information, including logs, to Assignor from wells participated in or drilled by Assignees, Assignees' successors and assigns on the assigned Properties or lands pooled therewith. Assignor agrees to hold said information confidential and agrees not to disseminate same to third parties.

TO HAVE AND TO HOLD the Properties, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Assignees, Assignees' successors and assigns, subject to the matters set forth herein; and Assignor does hereby bind itself, and its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the said Properties unto the said Assignees, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through, or under Assignor, but not otherwise. Additionally, Assignor grants and transfers to Assignees the benefit of and the right to enforce the covenants and warranties, if any, which Assignor is entitled to enforce with respect to the Lease against predecessors in title.

IN WITNESS WHEREOF, this Assignment is made effective the 1st day of October, 2010.

ASSIGNOR:
XTO ENERGY INC.

By: 
Edwin S. Ryan, Jr.,
Senior Vice President – Land Administration

46 3w

ASSIGNEES:
CHESAPEAKE EXPLORATION, LLC

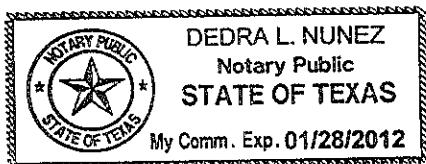
By: _____
Henry J. Hood
Senior Vice President – Land and Legal & General Counsel

TOTAL E&P USA, INC.

By: _____
Name:
Title:

STATE OF TEXAS)
COUNTY OF TARRANT)

This instrument was acknowledged before me on the 20th day of October, 2010, by
Edwin S. Ryan, Jr., as Senior Vice President-Land Administration of XTO ENERGY INC., a
Delaware Corporation on behalf of such corporation.



Dedra L. Miller
Notary Public for the State of Texas

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on the ____ day of October, 2010, by Henry J. Hood, Senior Vice President - Land and Legal & General Counsel, CHESAPEAKE EXPLORATION, L.L.C., an Oklahoma limited liability company, on behalf of such corporation.

Notary Public for the State of Oklahoma

STATE OF TEXAS _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of
_____, 2010, by _____
_____, of TOTAL E&P, USA, Inc., a Delaware
corporation, as the act and deed and on behalf of such corporation.

Notary Public for the State of Texas

EXHIBIT "A"

Attached to and made a part of that certain Partial Assignment of Oil and Gas Leases dated effective October 1, 2010, by and between XTO Energy Inc., as Assignor, and Chesapeake Exploration, L.L.C., and TOTAL E&P USA, Inc., as Assignees.

XTO Lease: 1476-0010-00
Lessor: Luminant Mineral Development Company LLC
Lessee: XTO Energy Inc.
Dated: April 7, 2008
Recorded: Memorandum of Oil and Gas Lease recorded as Instrument # D208162152, Official Public Records, Tarrant County, Texas.
Description: Insofar and only insofar as the Lease covers Tracts 16, 31, 32, 33 and 34, totaling 12.791 acres, more or less, and being more particularly described in the Lease.

END OF EXHIBIT "A"

EXHIBIT "B"

Attached to and made a part of that certain Partial Assignment of Oil and Gas Leases dated effective October 1, 2010, by and between XTO Energy Inc., as Assignor, and Chesapeake Exploration, L.L.C., and TOTAL E&P USA, Inc., as Assignees.

XTO Lease: 1476-0009-00
 Lessor: Thomas F. Phillips and Katsuko Phillips
 Lessee: XTO Energy Inc.
 Dated: April 14, 2008
 Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208231671, Official Public Records, Tarrant County, Texas.
 Description: Being 0.214 acres of Land, more or less, being Lot 14, Block 6, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0014-00
 Lessor: Tina K. Sample
 Lessee: XTO Energy Inc.
 Dated: May 6, 2008
 Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208231669, Official Public Records, Tarrant County, Texas.
 Description: Being 0.326 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 13, Block 17, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0015-00
 Lessor: Lawrence Eugene Koranda and Patricia A. Koranda
 Lessee: XTO Energy Inc.
 Dated: May 6, 2008
 Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208231670, Official Public Records, Tarrant County, Texas.
 Description: Being 0.301 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 12, Block 17, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0008-00
 Lessor: William G. Roberts and Lourdes B. Roberts
 Lessee: XTO Energy Inc.
 Dated: April 16, 2008
 Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208226717, Official Public Records, Tarrant County, Texas.
 Description: Being 0.228 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 19, Block 6, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0017-00
 Lessor: Susan C. Selena
 Lessee: XTO Energy Inc.
 Dated: May 5, 2008
 Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208231673, Official Public Records, Tarrant County, Texas.
 Description: Being 0.256 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 1, Block 7, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0007-00
Lessor: Sandra Long
Lessee: XTO Energy Inc.
Dated: April 14, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208226718, Official Public Records, Tarrant County, Texas.
Description: Being 0.242 acres of land, more or less, being Lot 2, Block 7, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0011-00
Lessor: Judy C. Blassingame fka Judy C. Judkins and Orval D. Blassingame
Lessee: XTO Energy Inc.
Dated: March 24, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208226713, Official Public Records, Tarrant County, Texas.
Description: Being 0.207 acres of land, more or less, being Lot 10, Block 7, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0002-00
Lessor: William T. Davis and Kathelene M. Davis
Lessee: XTO Energy Inc.
Dated: March 24, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208200228, Official Public Records, Tarrant County, Texas.
Description: Being 0.213 acres of land, more or less, being Lot 11, Block 7, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0003-00
Lessor: Hazel Oldham
Lessee: XTO Energy Inc.
Dated: April 1, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208226711, Official Public Records, Tarrant County, Texas.
Description: Being 0.221 acres of land, more or less, being Lot 30, Block 4, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0013-00
Lessor: Charles Howlett and Denise Howlett
Lessee: XTO Energy Inc.
Dated: April 30, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208231665, Official Public Records, Tarrant County, Texas.
Description: Being 0.313 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 20, Block 7, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0018-00
Lessor: Joseph C. Trout and Danna Trout
Lessee: XTO Energy Inc.
Dated: April 29, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208226717, Official Public Records, Tarrant County, Texas.
Description: Being 0.347 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 6, Block 15, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0012-00
Lessor: Geraldine Naugles
Lessee: XTO Energy Inc.
Dated: April 14, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208231672, Official Public Records, Tarrant County, Texas.
Description: Being 0.203 acres of land, more or less, being Lot 3, Block 14, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

XTO Lease: 1476-0016-00
Lessor: Linda Johns, aka Linda Johns Herrera, fka Linda Valdez
Lessee: XTO Energy Inc.
Dated: May 10, 2008
Recorded: Oil, Gas and Mineral Lease recorded as Instrument # D208247047, Official Public Records, Tarrant County, Texas.
Description: Being 0.233 acres of land, more or less, out of the McKinney & Williams Survey, Abstract No. 1118, being Lot 4, Block 9, Ridgecrest Addition to the City of Fort Worth, Tarrant County, Texas, and being more particularly described in the Lease.

END OF EXHIBIT "B"